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RISECOMM

瑞斯康

RISECOMM GROUP HOLDINGS LIMITED

瑞斯康集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1679)

CHANGE OF AUDITOR

This announcement is made by Risecomm Group Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

RESIGNATION OF AUDITOR

The board (the “**Board**”) of directors (the “**Directors**”) of the Company hereby announces that RSM Hong Kong (“**RSM**”) has resigned as the auditor of the Company with effect from 4 December 2023 (the “**Resignation**”).

Following the change of chairman of the Board on 5 June 2023 and the Board’s endeavour for a brighter prospect of the Group, the Board has been reviewing the business status of the Group as well as opportunities for enhancement after the conclusion of the annual general meeting of the Company held on 27 June 2023. For the purpose of maintaining good corporate governance, the Board considers that a rotation of auditor will help enhance the independence of the auditor, and also enable the Company to benefit from the fresh perspectives and views which the new auditor has to offer.

The Board and the audit committee of the Company (the “**Audit Committee**”) have confirmed that (i) there are no disagreements or unsolved matters between the Company and RSM and (ii) they are not aware of any matters in respect of the Resignation that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

The Company is incorporated under the laws of the Cayman Islands and to the knowledge of the Board, there is no requirement under the laws of the Cayman Islands for the outgoing auditor to confirm whether there are any circumstances connected with their resignation which they consider should be brought to the attention of the Shareholders. RSM has therefore not issued such a confirmation. However, RSM has confirmed in writing that they are not aware of any professional or other reasons that would preclude SHINEWING (as defined below) from accepting the appointment as auditor of the Company.

As at the date of this announcement, RSM has not commenced any audit work on the consolidated financial statements of the Group for the financial year ending 31 December 2023. Therefore, the Board believes that the change of auditor of the Company will not have any significant impact on the annual audit and the release of annual results of the Group for the financial year ending 31 December 2023.

The Board would like to take this opportunity to express its sincere gratitude to RSM for its professional and quality services rendered to the Group in the past years.

APPOINTMENT OF AUDITOR

The Board, with the recommendation of the Audit Committee, resolved to appoint SHINEWING (HK) CPA Limited (“**SHINEWING**”) as the auditor of the Company with effect from 4 December 2023 to fill the casual vacancy following the resignation of RSM as auditor of the Company, and to hold office until the conclusion of the next annual general meeting of the Company.

The Audit Committee has considered a number of factors in assessing the appointment of SHINEWING as the new auditor of the Company, including but not limited to (i) the audit proposal of SHINEWING; (ii) its reputation in the market; (iii) its experience in auditing companies listed on the Main Board of the Stock Exchange; (iv) its resources and capabilities including size and structure of proposed audit team; (v) its independence from the Group and objectivity; and (vi) the guidelines issued by the Accounting and Financial Reporting Council.

Based on the above, the Audit Committee has assessed and considered SHINEWING is eligible and suitable to act as the new auditor of the Company. The Board and the Audit Committee are of the view that the change of auditor of the Company is in the interest of the Company and the Shareholders as a whole.

The Board would like to take this opportunity to express its welcome to SHINEWING on its appointment as the new auditor of the Company.

By order of the Board
Risecomm Group Holdings Limited
Guo Lei
Chairman and Executive Director

Hong Kong, 4 December 2023

As at the date of this announcement, the executive Directors are Ms. Guo Lei and Mr. Jiang Feng, the non-executive Directors are Mr. Yu Lu and Mr. Ding Zhigang, and the independent non-executive Directors are Mr. Victor Yang, Ms. Lo Wan Man and Mr. Zou Heqiang.